

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

VIA FEDERAL EXPRESS



July 29, 1998 RECORDATION NO. 21538 FILED

JUL 30 '98 11-46 AM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JUL 30 11 46 AM '97

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 31, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: ATEL Leasing Corporation  
235 Pine Street, 6<sup>th</sup> Floor  
San Francisco, California 94104

Lessee: Ag Grow Oils  
1515 W. Main Street  
Carrington, ND 58421

Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky  
Manager - Documents Administration

Enclosures

(AGGO001)

ASSIGN: AGGO001

MEMORANDUM OF LEASE

RECORDATION NO. 21538 FILED

JUL 30 '98

11-46AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31<sup>st</sup> day of December, 1997, by and among ATEL Leasing Corporation, a California corporation, as Lessor ("Lessor") and owner of the railcars described in more particular on Exhibit A attached hereto (the "Railcars"), First Union Rail Corporation, a North Carolina corporation, as Manager, acting in its capacity as independent contractor ("Manager"), and AgGrow Oils, a limited liability corporation, as Lessee ("Lessee").

W I T N E S S E T H:

The Manager has assigned that certain Lease Agreement dated December 23, 1997, pursuant to that certain Assignment and Assumption Agreement dated as of December 30, 1997, between Lessor and Manager, whereby Lessor will lease certain Railcars to Lessee effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

ATEL LEASING CORPORATION

By: Vasco H. Morales

Name: Vasco H. Morales  
Senior Vice President

Title: \_\_\_\_\_

ATTEST:

By: Vickie Huynh

Name: VICKIE HUYNH

Title: Legal Assistant

Executed on this 6<sup>th</sup> day of March, 1998.

[CORPORATE SEAL]

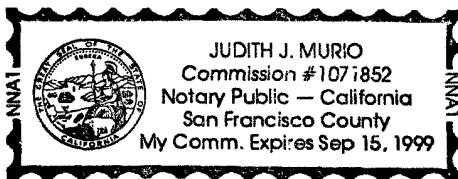
STATE OF CALIFORNIA }

SS.

COUNTY OF SAN FRANCISCO }

On March 6, 1998, before me, Judith J. Murio, the undersigned Notary Public, personally appeared Vasco H. Morais, personally known to me, whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



  
Notary Public

My Commission expires: September 15, 1999

(Notarial Seal)

(This Notary Acknowledgment is an attachment to MEMORANDUM OF LEASE)

AGG0001

LESSEE:

AGGRO<sup>W</sup>OILS

By: John Gardner

Name: John Gardner

Title: Gen Mgr

ATTEST:

By: Sara Anderson

Name: Sara Anderson

Title: Logistical + Merchandising Assist Executed on this 1<sup>st</sup> day of June, 1998.

[CORPORATE SEAL]

STATE OF NORTH DAKOTA

COUNTY OF FOSTER

I, ROBIN A. ANDERSON, a Notary Public in and for said state and county, certify that John Gardner personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1<sup>st</sup> day of JUNE, 1998.

Robin A. Anderson  
Notary Public

My Commission Expires:

10-4-2000  
(Notary Public)

ROBIN A. ANDERSON  
Notary Public, STATE OF NORTH DAKOTA  
My Commission Expires OCT. 4, 2000

**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Car Numbers**

**RUSX 000025**  
**RUSX 000102**  
**RUSX 000104**  
**RUSX 000116**  
**RUSX 000117**  
**RUSX 000118**  
**RUSX 000249**  
**RUSX 000251**  
**TGOX 002265**  
**TGOX 002266**  
**TGOX 002267**  
**TGOX 002268**  
**TGOX 002272**